

The Provident Bank

One East Fourth Street
Cincinnati, Ohio 45269
513/579-2000

December 13, 1990

11633-*D*
DEC 17 1990 -3 05 PM

0-351A063

Interstate Commerce Commission
12th and Constitution Avenue
Washington, D.C. 20427

INTERSTATE COMMERCE COMMISSION

Attn: Mildred Lee - Room 2303

Dear Ms. Lee:

Enclosed for filing please find one original and one copy of the document described below to be recorded pursuant to Section 11303 of title 49 of the U.S. Code.

This document is a Release, a secondary document, dated December 6, 1990.

The primary document to which this is connected is recorded under Recordation No. 11633.

The name of the party to the Release is:

Vendor: First Security Bank of Utah, N.A.
79 South Main
Salt Lake City, Utah 84130

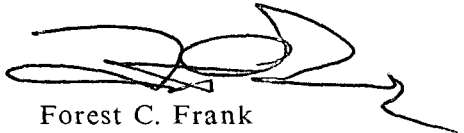
The equipment covered by the document is 200 Gondola Cars bearing road numbers D&H 15000 to 15149 and D&H 15200 to 15249, inclusive.

A fee of \$15 is enclosed. Please return the original and any copies not used for recordation to the undersigned.

A short description of the document to appear in the index is: Release and Satisfaction to Conditional Sale Agreement with Recordation Number 11633, dated December 6, 1990 and covering 200 Gondola railcars bearing road numbers D&H 15000 to 15149 and 15200 to 15249, inclusive.

Sincerely,

THE PROVIDENT BANK


Forest C. Frank
Vice President

BFL-0308/7
Enclosures

DEC 17 2 50 PM '90
NOT RECORDED
NOT RECORDED

Interstate Commerce Commission
Washington, D.C. 20423

1/9/91

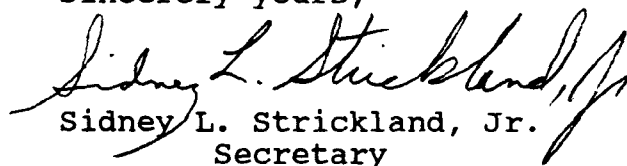
OFFICE OF THE SECRETARY

Forest C Frank
Vice President
The Provident Bank
One East Fourth Street
Cincinnati, Ohio 45269

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/17/90 at 3:05pm, and assigned recordation number(s). 11633-D

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

First Security Bank

FSB 160-7071-0

December 6, 1990

11633-12

The Provident Bank
One East Fourth Street
Cincinnati, Ohio 45202

DEC 17 1990 -3 05 PM

INTERSTATE COMMERCE COMMISSION

Attn: Forest C. Frank, Vice President

Re: Participation Agreement dated as of February 15, 1980, among Delaware and Hudson Railway Company (the "Railroad" or "Lessee"), First Security Bank of Utah, N.A. (the "Agent"), The Provident Bank (the "Owner"), First Security State Bank, not in its individual capacity, but solely as Owner-Trustee (the "Owner-Trustee"), New England Mutual Life Insurance Company ("Investor"), and Dollar Savings Bank ("Investor") (hereafter both individually as an Investor, and collectively the "Investors")

Ladies and Gentlemen:

The Owner, pursuant to a Trust Agreement dated as of February 15, 1980 (the "Trust Agreement") between the Owner and the Owner-Trustee, authorized and directed the Owner-Trustee to purchase from Bethlehem Steel Corporation (the "Builder"), 200 gondola railcars (the "Equipment") pursuant to a Conditional Sale Agreement dated as of February 15, 1980 as amended (the "Conditional Sale Agreement"), filed with the Interstate Commerce Commission on April 8, 1980, recordation number 11633. The units are more fully described in Annex B to the Conditional Sale Agreement. Under the terms of the Conditional Sale Agreement, the Builder retained a security interest in such units until the Owner-Trustee fulfilled its obligation under the Conditional Sale Agreement.

The Railroad leased from the Owner-Trustee all 200 of the units of Equipment delivered and settled for under the Conditional Sale Agreement Pursuant to the Lease of Railroad Equipment dated as of February 15, 1980 (the "Lease"), filed with the Interstate Commerce Commission on April 8, 1980, recordation number 11633-B.

The Investors financed a portion of the Purchase Price (as that term is defined in the Conditional Sale Agreement) of the Equipment by investing in the Conditional Sale Indebtedness (as defined in the Conditional Sale Agreement).

The security interest of the Builder in the Equipment was assigned to the Agent, pursuant to the Agreement and Assignment dated as of February 15, 1980 (the "CSA Assignment"), filed with the Interstate Commerce Commission on April 8, 1980, recordation number 11633-A, and the Lease was assigned to the Agent pursuant to the Assignment of Lease and Agreement dated as of February 15, 1980 (the "Lease Assignment"), filed with the Interstate Commerce Commission on April 8, 1980, recordation number 11633-C, until the Owner-Trustee fulfills all its obligations under the Conditional Sale Agreement (including the payment of principal and interest on the Conditional Sale Indebtedness).

The Provident Bank
December 6, 1990
Page Two

The Lease and the Equipment are hereinafter referred to collectively, together with substitutions therefor, attachments thereto and proceeds thereof, as the "Collateral."

The Investors have received immediately available funds in an amount sufficient to prepay all obligations of the Owner-Trustee under the Conditional Sale Agreement and, therefore, the undersigned Agent hereby releases its security interest in and lien on the Collateral and absolute right to the possession of title to and property in the Equipment shall pass to and vest in the Owner-Trustee without further transfer or action on the part of the Agent or the Investors. In furtherance of the foregoing, and to evidence the same, the undersigned hereby cancels the Conditional Sale Agreement, and agrees to terminate any and all Uniform Commercial Code financing statements naming the Investors (either individually, or as represented by the Agent) as secured party and covering any part of the Collateral, and take any other appropriate action as may be reasonably requested by Owner to effect the purposes of this release of lien, including without limitation in connection with filings and recordings required to be made with the Interstate Commerce Commission.

Very Truly Yours,

FIRST SECURITY BANK OF UTAH, N.A.
as Agent

By:

Title: Trust Administrator

STATE OF UTAH)
) SS:
COUNTY OF SALT LAKE)

On December 6, 1990, then personally appeared before me David Zollinger, the Trust Administrator of FIRST SECURITY BANK OF UTAH, N.A., personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed the within instrument on behalf of said First Security Bank of Utah, N.A., a national banking association, and acknowledged to me that he is a duly authorized representative of First Security Bank of Utah, N.A..

Witness my hand and official seal.

Edith W. Ogilvie
Notary Public in and for said State

